



MCSL/SEC/17-18/53

07th June, 2017

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code - 511766

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Trading Symbol - MUTHOOTCAP

Dear Sir,

Sub: Proceedings of 23rd Annual General Meeting of Muthoot Capital Services Limited held on Tuesday, 06th June, 2017

Pursuant to Regulation 30 read with Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 23rd Annual General Meeting (AGM) of the Company was held on Tuesday, 06th June, 2017, at The International Hotel, Veekshanam Road, Kochi - 35 at 10.30 a.m.

The required quorum was present and all the items of business as mentioned in the Notice of AGM dated 18th April, 2017 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by the requisite majority by remote e-voting and poll at the venue of the AGM.

The meeting considered the following items in the agenda:

A. Ordinary Business:

1. Adoption of Audited Statement of Profit and Loss for the financial year ended 31st March, 2017, the Audited Balance Sheet as at that date, together with the Cash Flow Statements, the Report of the Board of Directors and Independent Auditors thereon.
2. Re-appointment of Director retiring by rotation, Mr. Thomas John Muthoot (DIN: 00011618).
3. Appointment of M/s. Varma & Varma, Chartered Accountants as the Statutory Auditors of the Company for a period of five years and fixation of remuneration thereof.



B. Special Business:

4. Approval for the issue of Bonus Shares to the Members in the ratio of 1:10 (one share for each ten shares held as on the record date).
5. Approval for the increase in Authorised Share Capital of the Company from the existing Rs. 15 crores to Rs. 25 crores.
6. Approval for the alteration of Memorandum of Association of the Company consequent to the increase in Authorised Share Capital.
7. Approval for the alteration of Articles of Association of the Company consequent to the increase in Authorised Share Capital.
8. Approval for the issue of Non-Convertible Debentures upto an amount of Rs. 200 crores on private placement basis, on such terms and conditions and at such price(s) as may be determined by the Board.
9. Approval for entering into transaction with Muthoot Microfin Limited, a related party to the extent of Rs. 1000.00 lakhs per annum for a period of 5 years.

E-voting facility was provided to the Members from 03rd June, 2017 at 9.00 a.m. to 05th June, 2017 at 5.00 p.m. and voting by ballot was also provided to the Members who have not done e-voting and were present at the meeting.

It may please be noted that the voting results were submitted to the Stock Exchanges in the format specified under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

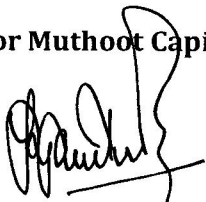
A copy of the combined Scrutinizer's Report on remote e-voting and poll at the venue of the 23rd AGM is also attached herewith.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

For Muthoot Capital Services Limited



Syam Kumar R.

Company Secretary & Head - Governance





MCSL/SEC/17-18/54

07th June, 2017

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code - 511766

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Trading Symbol - MUTHOOTCAP

Dear Sir,

Sub: Voting Results under Regulation 44 (3) of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated voting results at the 23rd Annual General Meeting of the Company held on Tuesday, 06th June, 2017, at The Hotel International, Veekshanam Road, Kochi - 35, at 10.30 a.m. is enclosed herewith as **Annexure 1** to this letter in the prescribed format.

We request you to kindly take the same on your records.

Thanking you

Yours faithfully

For Muthoot Capital Services Limited

A handwritten signature in black ink, appearing to read 'Syam Kumar R.', is written over a horizontal line.

Syam Kumar R.
Company Secretary & Head - Governance

Encl: as above.

Annexure 1

Disclosure as per Regulation 44 (3) of SEBI (LODR) Regulations, 2015

VOTING RESULTS

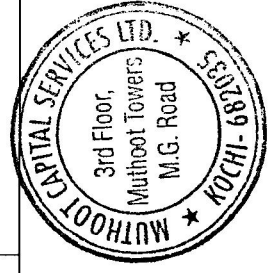
Sl. No.	Particulars	Details
1.	Date of the Annual General Meeting	Tuesday, 06th June, 2017
2.	Total number of shareholders on cut-off date i.e., 30 th May, 2017	7823
3.	No. of shareholders present in the meeting either in person or through proxy: (a) Promoters and Promoter Group: (b) Public: (i) Members : 41 (ii) Proxy : 22	3 63
4.	No. of Shareholders attended the meeting through Video Conferencing (a) Promoters and Promoter Group: (b) Public: (i) Members : Nil (ii) Proxy : Nil	Nil Nil



AGENDA-WISE DISCLOSURE

Resolution No. 1: Adoption of Audited Statement of Profit and Loss for the financial year ended 31st March, 2017, the Audited Balance Sheet as at that date, together with the Cash Flow Statements, the Report of the Board of Directors and Independent Auditors thereon: - **Passed with requisite majority as an Ordinary Resolution.**

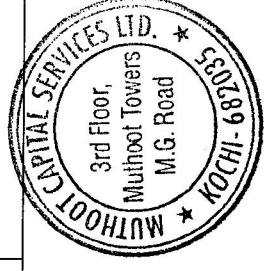
Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting		9259177	99.08	9259177	0	99.08	0
	Poll	9345231	86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3585	0.11	3485	100	97.21	2.79
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405587	12.96	405487	100	99.97	0.03
Total		12472575	9750818	78.18	9750718	100	99.99	0.01



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Resolution No. 2: Re-appointment of retiring Director, Mr. Thomas John Muthoot (DIN: 00011618):- Passed with requisite majority as an Ordinary Resolution.

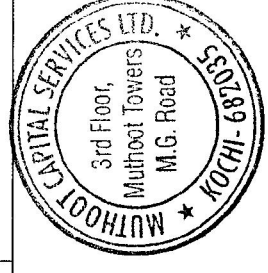
Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting	9345231	9259177	99.08	9259177	0	99.08	0
	Poll		86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting	3127344	402002	12.85	402002	0	100	0
	Poll		3735	0.12	3535	200	94.65	5.35
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405737	12.97	405537	200	99.95	0.05
Total		12472575	9750968	78.18	9750768	200	99.99	0.01



R

Resolution No. 3: Appointment of M/s. Varma & Varma, Chartered Accountants as the Statutory Auditors of the Company for a period of five years and fixation of remuneration thereof: - **Passed with requisite majority as an Ordinary Resolution.**

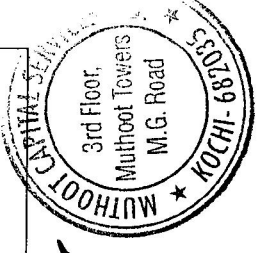
Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting	9 34-5231	9259177	99.08	9259177	0	99.08	0
	Poll		86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting	3 127344	402002	12.85	402002	0	100	0
	Poll		3735	0.12	3535	200	94.65	5.35
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405737	12.97	405537	200	99.95	0.05
Total			12472575	78.18	9750968	200	99.99	0.01



R

Resolution No. 4: Approval for the issue of Bonus Shares to the Members in the ratio of 1:10 (one share for each ten shares held as on the record date): - **Passed with requisite majority as an Ordinary Resolution.**

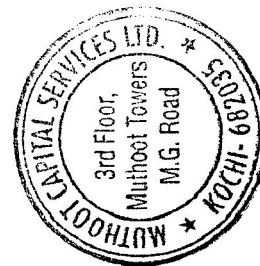
Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes Favour	No. of Votes Against	% of Votes Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting	9345231	9259177	99.08	9259177	0	99.08	0
	Poll		86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting	3127344	402002	12.85	402002	0	100	0
	Poll		3835	0.13	3635	200	94.78	5.22
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405837	12.98	405637	200	99.95	0.05
Total		12472575	9751068	78.18	9750868	200	99.99	0.01



Resolution No. 5: Approval for the increase in Authorised Share Capital of the Company from the existing Rs. 15 crores to Rs. 25 crores: -
Passed with requisite majority as an Ordinary Resolution.

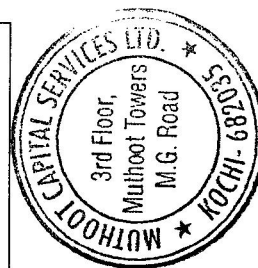
Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting	9345231	9259177	99.08	9259177	0	99.08	0
	Poll		86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting	3127344	402002	12.85	402002	0	100	0
	Poll		3735	0.12	3534	201	94.61	5.39
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405737	12.97	405536	201	99.95	0.5
Total		12472575	9750968	78.18	9750767	201	99.99	0.01

R



Resolution No. 6: Approval for the alteration of Memorandum of Association of the Company consequent to the increase in Authorised Share Capital: - Passed with requisite majority as an Ordinary Resolution.

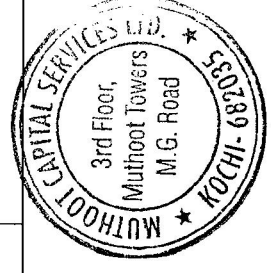
Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting		9259177	99.08	9259177	0	99.08	0
	Poll	9345231	86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3635	0.12	3434	201	94.47	5.53
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405637	12.97	405436	201	99.95	0.05
Total		12472575	9750868	78.18	9750667	201	99.99	0.01



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Resolution No. 7: Approval for the alteration of Articles of Association of the Company consequent to the increase in Authorised Share Capital: - Passed with requisite majority as a Special Resolution.

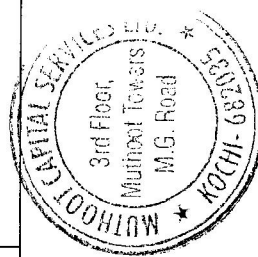
Resolution required				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting	9345231	9259177	99.08	9259177	0	99.08	0
	Poll		86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting	3127344	402002	12.85	402002	0	100	0
	Poll		3735	0.12	3534	201	94.61	5.39
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405737	12.97	405536	201	99.95	0.5
Total		12472575	9750968	78.18	9750767	201	99.99	0.01



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Resolution No. 8: Approval for the issue of Non-Convertible Debentures upto an amount of Rs. 200 crores on private placement basis, on such terms and conditions and at such price(s) as may be determined by the Board: - **Passed with requisite majority as a Special Resolution.**

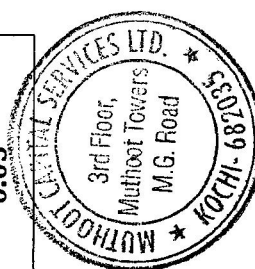
Resolution required				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting		9259177	99.08	9259177	0	99.08	0
	Poll	9345231	86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	
		Sub -Total		9345231	100	9345231	0	100
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3705	0.12	3505	200	94.60	5.40
	Postal Ballot		0	0	0	0	0	
		Sub -Total		405707	12.97	405507	200	99.95
Total		12472575	9750938	78.18	9750738	200	99.99	0.01



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Resolution No. 9: Approval to enter into the related party transaction with Muthoot Microfin Limited to the extent of Rs. 1000.00 lakhs per annum for a period of 5 years: - **Passed with requisite majority as an Ordinary Resolution.**

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting	9345231	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Sub -Total		0	0	0	0	0	
Public	E - voting	3127344	402002	12.85	402002	0	100	0
	Poll		3705	0.12	3504	201	94.57	5.43
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405707	12.97	405506	201	99.95	0.05
Total		12472575	405707	3.25	405506	201	99.95	0.05



**CaesarPintoJohn
& Associates LLP**

Company Secretaries



+ 91 9497274805, + 91 9846949009



caesarpintojohn@gmail.com

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR MUTHOOT CAPITAL SERVICES LIMITED

To

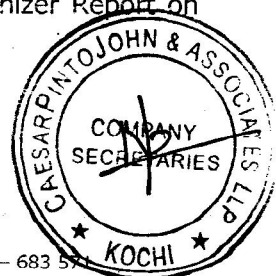
Mr. Thomas John Muthoot
Chairman
Muthoot Capital Services Limited
3rd Floor, Muthoot Towers,
M.G. Road, Kochi, Kerala - 682035

23rd Annual General Meeting of the Equity Shareholders of **Muthoot Capital Services Limited** held on Tuesday, 06th June, 2017 at International Hotel, Veekshanam Road, Kochi, Kerala – 682 035.

Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 23rd Annual General Meeting of the Equity Shareholders of Muthoot Capital Services Limited.

I, CS Nikhil George Pinto, Company Secretary in Practice, holding Membership Number : ACS – 39471 and Certificate of Practice Number – 16059, Partner, CaesarPintoJohn & Associates LLP, Company Secretaries, 5, Puthussery House, Edanad, Chowara P.O., Aluva, Ernakulam - 683 571 have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the 23rd Annual General Meeting of the Equity Shareholders of Muthoot Capital Services Limited (CIN : L67120KL1994PLC007726), held on Tuesday, 6th June, 2017 at International Hotel, Veekshanam Road, Kochi, Kerala – 682 035 at 10.30 A.M.

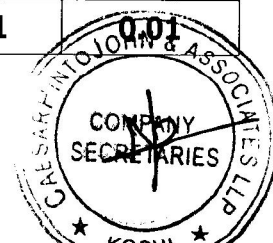
The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Saturday, 03rd June, 2017 (9.00 A.M.) to Monday, 05th June, 2017 (5.00 P.M.). Integrated Registry Management Services Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 6th June, 2017 in the presence of two witnesses. For further details kindly refer attached Scrutinizer Report on remote e-voting results.



At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT - 13 attached herewith.

The result of the Remote E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
ORDINARY BUSINESS						
1	Approval of Audited Financial Statements for the year ended 31.03.2017	E-voting	9661179	100	0	0
		Poll	89539	99.88	100	0.12
		Total	9750718	99.99	100	0.01
2	Re-appointment of director - Mr. Thomas John Muthoot who retires by rotation	E-voting	9661179	100	0	0
		Poll	89589	99.77	200	0.23
		Total	9750768	99.99	200	0.01
3	Appointment of Statutory Auditors	E-voting	9661179	100	0	0
		Poll	89589	99.77	200	0.23
		Total	9750768	99.99	200	0.01
SPECIAL BUSINESS – ORDINARY RESOLUTION						
4	Issue of bonus shares	E-voting	9661179	100	0	0
		Poll	89689	99.78	200	0.22
		Total	9750868	99.99	200	0.01
5	Increase in Authorised Share Capital of the Company	E-voting	9661179	100	0	0
		Poll	89588	99.77	201	0.23
		Total	9750767	99.99	201	0.01
6	Alteration of Memorandum of Association of the company	E-voting	9661179	100	0	0
		Poll	89488	99.77	201	0.23
		Total	9750667	99.99	201	0.01



SPECIAL BUSINESS – SPECIAL RESOLUTION

7	Alteration of Articles of Association of the company	E-voting	9661179	100	0	0
		Poll	89588	99.77	201	0.23
		Total	9750767	99.99	201	0.01
8	Issue of Non-Convertible Debentures on private placement basis	E-voting	9661179	100	0	0
		Poll	89559	99.77	200	0.23
		Total	9750738	99.99	200	0.01

SPECIAL BUSINESS – ORDINARY RESOLUTION

9	Approval of Related Party Transactions	E-voting	402002	100	0	0
		Poll	3504	94.57	201	5.43
		Total	405506	99.95	201	0.05

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary/ Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully



CS. NIKHIL GEORGE PINTO
ACS: 39471, CP: 16059

Kochi

06.06.2017

